

RECORDATION NO. 24525 FILED

JUL 17 '03 1-32 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 17, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 30, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Railcar, Ltd. 1201 Peachtree Street, N.E. 400 Colony Square, Suite 1101 Atlanta, Georgia 30361
Lessee:	Carbide Industries, LLC 4400 Bells Lane Louisville, KY 40211

A description of the railroad equipment covered by the enclosed document is:

16 flatcars within the series RMGX 301 – RMGX 316

Mr. Vernon A. Williams
July 17, 2003
Page Two

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', written in a cursive style.

Robert W. Alvord

RWA/anr
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Master Lease Agreement dated April 30, 2003, and the related Schedule No. 1 dated on even date therewith, (collectively, the "Lease Agreement"), between Railcar, Ltd. as Lessor, and Carbide Industries, LLC., as Lessee, Lessor has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361
Attn: Contracts Administration

Lessee: Carbide Industries, LLC.
~~440~~ ~~440~~ Bells Lane
Louisville, KY 40211
Attn: Purchasing Manager

3. The term of the Lease is three (3) years commencing on November 1, 2002 and is scheduled to expire on October 31, 2005, unless otherwise amended or extended by the parties.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of April 30, 2003.

RAILCAR, LTD.

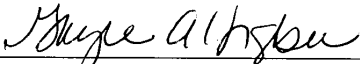
By: Jeff Edelman
Name: Jeff Edelman
Title: Vice President of Finance

[SIGNATURES CONTINUE ON NEXT PAGE]

Deal 397

State of Georgia, County of Cobb

On April 30, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public: Gayle A. Higbee

My commission expires: May 29, 2003

[NOTARIAL SEAL]

CARBIDE INDUSTRIES, LLC.

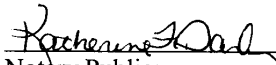
By: 

Name: ARA ARACET

Title: PRESIDENT

State of Kentucky, County of Jefferson

On June 17, 2003, before me personally appeared Ara Aracet, to me personally know, who being by me duly sworn says that he is President of Carbide Industries, LLC. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public:

My commission expires: 6/17/06

[NOTARIAL SEAL]

EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of _____, 2003, between Railcar, Ltd., as Lessor, and Carbide Industries, LLC., as Lessee.

Owner of Cars: Rail Equipment Associates, LP

Quantity of Cars: Sixteen (16)

Description of Cars: Used 60 foot, 100-ton bulkhead flatcars

Car Marks and Numbers:

RMGX	301
RMGX	302
RMGX	303
RMGX	304
RMGX	305
RMGX	306
RMGX	307
RMGX	308
RMGX	309
RMGX	310
RMGX	311
RMGX	312
RMGX	313
RMGX	314
RMGX	315
RMGX	316